

**DONELAN, CLEARY, WOOD & MASER, P.C.**

ATTORNEYS AND COUNSELORS AT LAW

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April 28, 1995

Recordation No. 18956-C

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Assignment ("Assignment") dated April 28, 1995.

The parties to the enclosed Assignment are:

Helm-Pacific Leasing - ASSIGNOR  
Suite 3500  
One Embarcadero Center  
San Francisco, CA 94111

Union Pacific Venture Leasing, Inc. - ASSIGNEE  
1416 Dodge Street  
Omaha, NE 68179

The said Assignment acts to assign all right, title and interest of the Assignor to the Assignee in those certain 154 units as listed in Exhibit A thereto and the leasing thereof under that certain Lease of Railroad Equipment, a Memorandum of which and amendment thereto filed and recorded with the Interstate Commerce Commission under Recordation No. 18956 and 18956-A respectively and the Assignment should be recorded under the next available letter under Recordation No. 18956, which we believe is -C.

The equipment covered by the enclosed Assignment is the equipment covered therein, namely 154 covered hopper cars as identified in Exhibit A thereto.

A short summary of the Assignment to appear in the ICC Index is as follows:

"Assigns 154 units and the leasing thereof under the above lease."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

*Counterparts - D. K. Harman*

18956-C

APR 28 1995 5 19 PM


RECEIVED

Please also index in the "Vendee" Index Book ("white pages") the Assignment, (saying, "See Recordation No. 18956-C"), under the name of the Assignee therein, namely under:

Union Pacific Venture Leasing, Inc.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for Helm-Pacific Leasing  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
*Enclosures*  
BY HAND  
8360-020

18956-e  
APR 28 1995 5 10 PM

**ASSIGNMENT**

FOR VALUE RECEIVED, HELM-PACIFIC LEASING ("HPL"), a Nebraska joint venture, with its principle place of business at One Embarcadero Center, Suite 3500, San Francisco, California 94111, hereby sets over, transfers and assigns to UNION PACIFIC VENTURE LEASING, INC., a Nebraska corporation, with its principle place of business at 1416 Dodge Street, Omaha, Nebraska 68179, all of its rights, title and interest in and to the one hundred fifty-four (154) covered hopper railcars described in Exhibit A attached hereto (the "Units") and the Lease of Railroad Equipment dated as of May 9, 1994, as amended, between HPL and Norfolk Southern Railway Company (the "Lease"), as it pertains to the Units only. The Lease was filed with the Interstate Commerce Commission ("ICC") on August 30, 1994 at 3:45 PM under ICC Recordation Number 18956.

This Assignment shall be deemed to have become effective on the 28<sup>th</sup> day of April 1995.

Dated this 28<sup>th</sup> day of April, 1995.

**HELM-PACIFIC LEASING**

By: Helm Pacific Corporation  
its Joint Venturer

By: [Signature]  
Title: President

By: Union Pacific Venture Leasing,  
Inc., its Joint Venturer

By: [Signature]  
Title: VP Finance

**ACCEPTANCE OF ASSIGNMENT**

Union Pacific Venture Leasing, Inc. ("Lessor") hereby accepts the foregoing Assignment and assumes and agrees to perform all of the terms, covenants, conditions, and provisions of such Lease, as it pertains to the Units only, which are therein provided to be observed and performed by Lessor thereunder on and after the 28<sup>th</sup> day of April, 1995.

Dated this 28<sup>th</sup> day of April, 1995.

**UNION PACIFIC VENTURE LEASING, INC.**

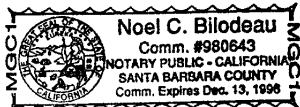
By: [Signature]  
Title: VP Finance

STATE OF CALIFORNIA            )  
  ) §  
COUNTY OF SAN FRANCISCO    )

On April 21, 1995, before me, Noel C. Bilodeau,  
personally appeared David R. Eckles, President of **HELM PACIFIC  
CORPORATION**,

X personally known to me    -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed  
the instrument.



Witness my hand and official seal.

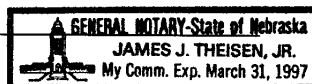
Noel C. Bilodeau  
SIGNATURE OF THE NOTARY

STATE OF NEBRASKA            )  
  ) §  
COUNTY OF DOUGLAS         )

On this 24 day of April, 1995, before me personally appears  
Lila A. Phillips, to me personally known, who being by  
me duly sworn says that she is a VP Finance of  
**UNION PACIFIC VENTURE LEASING, INC.**, that said instrument was signed  
and sealed on behalf of said corporation by authority of its  
President and Directors and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation as  
a joint venture partner of Helm-Pacific Leasing.

[Signature]  
Notary Public

My Commission Expires: \_\_\_\_\_



## EXHIBIT A

To the Assignment dated as of April , 1995  
By Helm—Pacific Leasing for the Benefit of Union Pacific Venture Leasing, Inc.

<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>	<u>Mark</u>	<u>Number</u>
1 TNM	1194	51 TNM	1245	101 TNM	1295	151 TNM	1346
2 TNM	1195	52 TNM	1246	102 TNM	1296	152 TNM	1347
3 TNM	1196	53 TNM	1247	103 TNM	1298	153 TNM	1348
4 TNM	1197	54 TNM	1248	104 TNM	1299	154 TNM	1349
5 TNM	1198	55 TNM	1249	105 TNM	1300		
6 TNM	1199	56 TNM	1250	106 TNM	1301		
7 TNM	1200	57 TNM	1251	107 TNM	1302		
8 TNM	1201	58 TNM	1252	108 TNM	1303		
9 TNM	1202	59 TNM	1253	109 TNM	1304		
10 TNM	1203	60 TNM	1254	110 TNM	1305		
11 TNM	1204	61 TNM	1255	111 TNM	1306		
12 TNM	1205	62 TNM	1256	112 TNM	1307		
13 TNM	1206	63 TNM	1257	113 TNM	1308		
14 TNM	1207	64 TNM	1258	114 TNM	1309		
15 TNM	1208	65 TNM	1259	115 TNM	1310		
16 TNM	1209	66 TNM	1260	116 TNM	1311		
17 TNM	1210	67 TNM	1261	117 TNM	1312		
18 TNM	1212	68 TNM	1262	118 TNM	1313		
19 TNM	1213	69 TNM	1263	119 TNM	1314		
20 TNM	1214	70 TNM	1264	120 TNM	1315		
21 TNM	1215	71 TNM	1265	121 TNM	1316		
22 TNM	1216	72 TNM	1266	122 TNM	1317		
23 TNM	1217	73 TNM	1267	123 TNM	1318		
24 TNM	1218	74 TNM	1268	124 TNM	1319		
25 TNM	1219	75 TNM	1269	125 TNM	1320		
26 TNM	1220	76 TNM	1270	126 TNM	1321		
27 TNM	1221	77 TNM	1271	127 TNM	1322		
28 TNM	1222	78 TNM	1272	128 TNM	1323		
29 TNM	1223	79 TNM	1273	129 TNM	1324		
30 TNM	1224	80 TNM	1274	130 TNM	1325		
31 TNM	1225	81 TNM	1275	131 TNM	1326		
32 TNM	1226	82 TNM	1276	132 TNM	1327		
33 TNM	1227	83 TNM	1277	133 TNM	1328		
34 TNM	1228	84 TNM	1278	134 TNM	1329		
35 TNM	1229	85 TNM	1279	135 TNM	1330		
36 TNM	1230	86 TNM	1280	136 TNM	1331		
37 TNM	1231	87 TNM	1281	137 TNM	1332		
38 TNM	1232	88 TNM	1282	138 TNM	1333		
39 TNM	1233	89 TNM	1283	139 TNM	1334		
40 TNM	1234	90 TNM	1284	140 TNM	1335		
41 TNM	1235	91 TNM	1285	141 TNM	1336		
42 TNM	1236	92 TNM	1286	142 TNM	1337		
43 TNM	1237	93 TNM	1287	143 TNM	1338		
44 TNM	1238	94 TNM	1288	144 TNM	1339		
45 TNM	1239	95 TNM	1289	145 TNM	1340		
46 TNM	1240	96 TNM	1290	146 TNM	1341		
47 TNM	1241	97 TNM	1291	147 TNM	1342		
48 TNM	1242	98 TNM	1292	148 TNM	1343		
49 TNM	1243	99 TNM	1293	149 TNM	1344		
50 TNM	1244	100 TNM	1294	150 TNM	1345		